

Venture Communications Cooperative and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

Deferred income tax assets (liabilities) consist of the following:

	2014	2013
Timing difference - accelerated depreciation - [REDACTED]	\$ [REDACTED]	[REDACTED]
Timing difference - accelerated depreciation - Western Telephone	[REDACTED]	[REDACTED]
Timing difference - amortization of [REDACTED]	[REDACTED]	[REDACTED]
Equity investments - timing differences	[REDACTED]	[REDACTED]
[REDACTED] carryforwards	[REDACTED]	[REDACTED]
Marketable securities	[REDACTED]	[REDACTED]
	<u>\$ [REDACTED]</u>	<u>[REDACTED]</u>
Deferred tax (liabilities) assets		

The timing differences for accelerated depreciation and amortization result in deferred income taxes as result of using different depreciation and amortization for financial reporting and income tax purposes.

The net deferred tax asset related to alternative minimum tax credits is from years where the Cooperative's alternative minimum tax liability exceeded its regular income tax liability. The credit carryforwards can be used to reduce regular income taxes in years when the regular income tax exceeds AMT.

The estimated deferred taxes related to marketable securities represent an income tax liability that would occur if the securities were sold.

Note 15 - Commitments

During 2014, the Cooperative entered into a signed contract of approximately [REDACTED] for construction of multiple fiber to the premise projects. As of December 31, 2014, the Cooperative had expended approximately [REDACTED] related to these projects. The remaining commitment on this contract was approximately [REDACTED] at December 31, 2014.

Note 16 - Contingency

[REDACTED]

Venture Communications Cooperative and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2014 and 2013

Note 17 - Supplemental Cash Flow Disclosures

The following is the detail information for the changes in current assets and liabilities shown on the consolidated statements of cash flows.

	2014	2013
Changes in current and other assets and liabilities		
Accounts receivable	\$ [REDACTED]	[REDACTED]
Accrued toll and access revenue	[REDACTED]	[REDACTED]
Other accounts receivable	[REDACTED]	[REDACTED]
Materials and supplies	[REDACTED]	[REDACTED]
Interest receivable	[REDACTED]	[REDACTED]
Prepaid expenses	[REDACTED]	[REDACTED]
Accounts payable	[REDACTED]	[REDACTED]
Customer deposits	[REDACTED]	[REDACTED]
Advanced billings	[REDACTED]	[REDACTED]
Accrued taxes - other	[REDACTED]	[REDACTED]
Income taxes payable	[REDACTED]	[REDACTED]
Other current liabilities	[REDACTED]	[REDACTED]
	<u>\$ [REDACTED]</u>	<u>\$ [REDACTED]</u>



Supplemental Information
December 31, 2014 and 2013

Venture Communications Cooperative and Subsidiaries



Independent Auditor's Report on Supplementary Information

To the Board of Directors
Venture Communications Cooperative and Subsidiaries
Highmore, South Dakota

We have audited the consolidated financial statements of Venture Communications Cooperative and Subsidiaries as of and for the year ended December 31, 2014, and our report thereon dated March 25, 2015, which expressed an unmodified opinion on those financial statements, appears on page 1. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on pages 24 through 29 is presented for the purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Eide Bailly LLP

Sioux Falls, South Dakota
March 25, 2015

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			Western Telephone Company		
Current Assets					
Cash and cash equivalents	\$				
Temporary investments in marketable securities					
Accounts receivable, net of allowance					
Other accounts receivable, net of allowance					
Accrued toll and access revenue					
Materials and supplies					
Prepaid expenses					
Interest receivable					
Due from affiliates					
Current maturities of notes receivable					
Short-term lease receivable from affiliate					
Total current assets					
Investments and Noncurrent Assets					
Investments in marketable securities					
Investment in subsidiaries					
Other investments					
Investments in limited liability companies					
Nonregulated investments					
Deferred income taxes					
Long-term notes receivable					
Long-term lease receivable from affiliate					
Total investments and noncurrent assets					
Telecommunications Plant					
In service					
Acquisition adjustment					
Under construction					
Total investment in plant					
Less accumulated depreciation and amortization					
Net plant					
\$					

Venture Communications Cooperative and Subsidiaries
Consolidated Balance Sheets with Supplementary Consolidating Information
December 31, 2014

			Western Telephone Company		
Current Liabilities					
Current maturities of long-term debt	\$				
Accounts payable					
Accounts payable - construction					
Due to (from) affiliates					
Customer deposits					
Advanced billings					
Accrued taxes - other					
Income taxes payable					
Other current liabilities					
Total current liabilities					
Long-Term Debt, Less Current Maturities					
Other Liabilities					
Deferred income taxes					
Deferred credits					
Total other liabilities					
Equities					
Patronage capital					
Other allocated equity					
Other equities (deficit)					
Common stock					
Current year margins					
Accumulated other comprehensive income					
Total equities					
	\$				

			Western Telephone Company		
Current Assets					
Cash and cash equivalents	\$				
Temporary investments in marketable securities					
Accounts receivable, net of allowance					
Other accounts receivable, net of allowance					
Accrued toll and access revenue					
Materials and supplies					
Prepaid expenses					
Interest receivable					
Due from affiliates					
Current maturities of notes receivable					
Short-term lease receivable from affiliate					
Total current assets					
Investments and Noncurrent Assets					
Investments in marketable securities					
Investment in subsidiaries					
Other investments					
Investments in limited liability companies					
Intangibles, net					
Nonregulated investments					
Deferred income taxes					
Long-term notes receivable					
Long-term lease receivable from affiliate					
Total investments and noncurrent assets					
Telecommunications Plant					
In service					
Acquisition adjustment					
Under construction					
Total investment in plant					
Less accumulated depreciation and amortization					
Net plant					
	\$				

Venture Communications Cooperative and Subsidiaries
Consolidated Balance Sheets with Supplementary Consolidating Information
December 31, 2013

			Western Telephone Company		
Current Liabilities					
Current maturities of long-term debt	\$				
Accounts payable					
Accounts payable - construction					
Due to (from) affiliates					
Customer deposits					
Advanced billings					
Accrued taxes - other					
Income taxes payable					
Other current liabilities					
Total current liabilities					
Long-Term Debt, Less Current Maturities					
Other Liabilities					
Deferred income taxes					
Deferred credits					
Total other liabilities					
Equities					
Patronage capital					
Other allocated equity					
Other equities (deficit)					
Common stock					
Current margins					
Accumulated other comprehensive loss					
Total equities					
	\$				

Venture Communications Cooperative and Subsidiaries
Consolidated Statements of Operations with Supplementary Consolidating Information
Year Ended December 31, 2014

			Western Telephone Company		
Operating Revenues					
Local network access	\$				
Network access services					
Long distance network services					
Miscellaneous					
Uncollectible revenue					
Nonregulated telecom and wireless revenue					
Total operating revenues					
Operating Expenses					
Plant specific operations					
Plant nonspecific operations					
Cable television programming					
Depreciation					
Amortization					
Customer operations					
Corporate operations					
Operating taxes, other					
Total operating expenses					
Net Operating Margin					
Nonoperating Margin (Loss)					
Interest and dividend income					
AFUDC					
Nonoperating margin (loss) from					
Earnings in equity of subsidiaries					
Earnings (losses) in equity of investee					
Nonregulated net income					
Miscellaneous income					
Net nonoperating margin (loss)					
Net Margin Before Interest and Taxes					
Interest Expense					
Interest on long-term debt					
Total interest expense					
Net Margin Before Taxes					
Provision for Income Taxes					
Net Margin	\$				

Venture Communications Cooperative and Subsidiaries
Consolidated Statements of Operations with Supplementary Consolidating Information
Year Ended December 31, 2013

			Western Telephone Company		
Operating Revenues					
Local network access	\$				
Network access services					
revenue					
Long distance network services					
Miscellaneous					
Uncollectible revenue					
Nonregulated telecom and wireless revenue					
Total operating revenues					
Operating Expenses					
Plant specific operations					
Plant nonspecific operations					
Cable television programming					
Depreciation					
Amortization					
Customer operations					
Corporate operations					
Operating taxes, other					
Total operating expenses					
Net Operating Margin					
Nonoperating Margin (Loss)					
Interest and dividend income					
AFUDC					
Nonoperating margin (loss) from					
Earnings in equity of subsidiaries					
Earnings (losses) in equity of investee					
Nonregulated net income					
Miscellaneous income charges					
Net nonoperating margin (loss)					
Net Margin Before Interest and Taxes					
Interest Expense					
Interest on long-term debt					
Total interest expense					
Net Margin (Loss) Before Taxes					
Provision for (Benefit from) Income Taxes					
Net Margin (Loss)	\$				

Venture Communications Cooperative and Subsidiaries
Consolidated Statements of Cash Flows with Supplementary Consolidating Information
Year Ended December 31, 2014

			Western Telephone Company		
Operating Activities					
Net margin	\$				
Adjustments to reconcile net margin (loss) to net cash from (used for) operating activities					
Depreciation accruals					
Telecommunications plant					
Nonregulated telecommunication plant					
Amortization - plant adjustment					
Amortization - customer lists					
Deferred income taxes					
Equity in (earnings) losses of investees					
Equity in earnings of subsidiaries					
Gain on sale of marketable securities					
Change in current assets and liabilities					
Change in lease receivable from affiliate					
Change in due to/due from affiliate					
Change in deferred credits					
Net Cash from (used for) Operating Activities					
Investing Activities					
Plant additions and replacements, net					
Telecommunications plant					
Nonregulated telecommunication equipment					
Contribution in aid of construction					
Change in other investments					
Contributions to equity investees					
Distributions from equity investees					
Purchases of marketable securities					
Sales of marketable securities					
Payments received on notes receivable					
Net Cash used for Investing Activities					
Financing Activities					
Advances on long-term debt					
Principal payments on long-term debt					
Donated capital credits					
Retirement of capital credits					
Net Cash used for Financing Activities					
Net Change in Cash and Cash Equivalents					
Cash and Cash Equivalents					
Beginning of period					
End of period	\$				

Venture Communications Cooperative and Subsidiaries
Consolidated Statements of Cash Flows with Supplementary Consolidating Information
Year Ended December 31, 2013

			Western Telephone Company		
Operating Activities					
Net margin (loss)	\$				
Adjustments to reconcile net margin (loss) to net cash from (used for) operating activities					
Depreciation accruals					
Telecommunications plant					
Nonregulated telecommunication plant					
Amortization - plant adjustment					
Amortization - customer lists					
Deferred income taxes					
Equity in (earnings) losses of investees					
Equity in earnings of subsidiaries					
Gain on sale of marketable securities					
Change in current assets and liabilities					
Change in lease receivable from affiliate					
Change in due to/due from affiliate					
Change in deferred credits					
Net Cash from (used for) Operating Activities					
Investing Activities					
Plant additions and replacements, net					
Telecommunications plant					
Nonregulated telecommunication equipment					
Contribution in aid of construction					
Change in other investments					
Contributions to equity investees					
Distributions from equity investees					
Purchases of marketable securities					
Sales of marketable securities					
Payments received on notes receivable					
Net Cash (used for) from Investing Activities					
Financing Activities					
Principal payments on long-term debt					
Donated capital credits					
Federal excise tax refund					
Retirement of capital credits					
Net Cash used for Financing Activities					
Net Change in Cash and Cash Equivalents					
Cash and Cash Equivalents					
Beginning of period					
End of period	\$				



**Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance
Based on an Audit of Consolidated Financial Statements Performed in Accordance with
*Government Auditing Standards***

The Board of Directors
Venture Communications Cooperative and Subsidiaries
Highmore, South Dakota

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the consolidated financial statements of Venture Communications Cooperative and Subsidiaries, which comprise the consolidated balance sheets as of December 31, 2014, and the related consolidated statements of operations and comprehensive income, equities, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated March 25, 2015.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Venture Communications Cooperative and Subsidiaries' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of Venture Communications Cooperative and Subsidiaries' internal control. Accordingly, we do not express an opinion on the effectiveness of Venture Communications Cooperative and Subsidiaries' internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not yet been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Venture Communications Cooperative and Subsidiaries' consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We noted certain matters and required audit communications that we reported to management of Venture Communications Cooperative and Subsidiaries in a separate letter dated March 25, 2015.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Eide Bailly LLP

Sioux Falls, South Dakota
March 25, 2015

REDACTED – FOR PUBLIC INSPECTION

REDACTED - FOR PUBLIC INSPECTION

Five – Year Plan Progress Report Venture Communications Cooperative - Western

SAC 391688

Year 2014 Federal Universal Service Receipts:

Interstate Access Support	\$	
Interstate Common Line Support	\$	
Connect America Fund Support	\$	
High Cost Loop Support	\$	
Safety Net Additive Support	\$	
Safety Valve Loop Cost Adjustment	\$	
TOTAL	\$	

Expenditures For Provision, Maintenance, and Upgrading Of Facilities and Services Supported By Federal Universal Service Funding:

	Actual 2014
Plant Specific Operations Expenses	
Network support (Accts 6110-16)	\$
General support (Accts 6120-24)	\$
Central office (Accts 6210-6232)	\$
Cable and wire facilities (Accts 6410-41)	\$
Network operations (Accts 6530-35)	\$
Depreciation and amortization (Accts 6560-65)	\$
Customer Operations Expenses	
Customer services (Accts 6611-23)	\$
Corporate Operations Expenses	
Executive and planning (Accts 6710-12)	\$
General and administrative (Accts 6720-28)	\$
Total Years Supported Expenses, Before Return on Investment	\$
Additions/Capx	
Switching (Acct 2210)	\$
Transmission Equipment (Acct 2230)	\$
Cable and wire (Acct 2410)	\$
Total	\$
Total Supported Expenditures, Before Return on Investment	\$

It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used to ensure and improve *service quality*. This ensures that the network is maintained and operated to provide telecommunications and information services as well as interexchange services and advanced telecommunications that are reasonably comparable to those services offered in urban areas and are available at rates that are reasonably comparable to rates charged for similar services in urban areas. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to ensure and improve service quality in 2015.

It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used improve *service coverage* at wire centers served by our company for telecommunications and information services as well as interexchange services and advanced telecommunications (broadband). Due to these expenditures, [REDACTED] of households in our service area will have access to our broadband capable network as of July 1, 2015. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to improve service coverage in 2015.

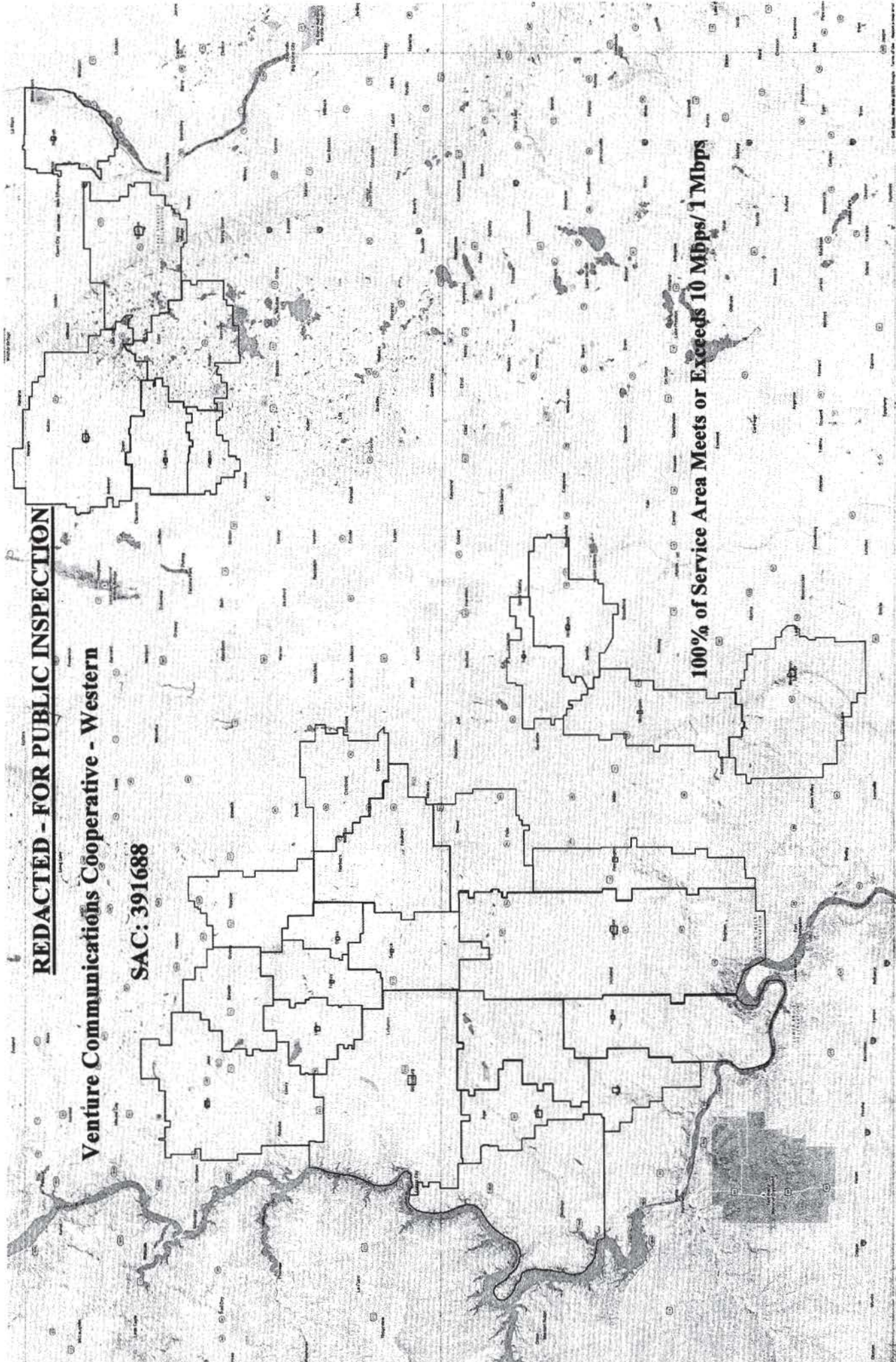
It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used improve *service capacity* at wire centers served by our company for telecommunications and information services as well as interexchange services and advanced telecommunications (broadband). Due to these expenditures, [REDACTED] of households in our service area will have access to our broadband capable network at speeds that meet or exceed 10Mbps/1Mbps as of July 1, 2015. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to improve service capacity in 2015.

REDACTED - FOR PUBLIC INSPECTION

Venture Communications Cooperative - Western

SAC: 391688

100% of Service Area Meets or Exceeds 10 Mbps/1 Mbps



REDACTED – FOR PUBLIC INSPECTION

REDACTED - FOR PUBLIC INSPECTION

Five – Year Plan Progress Report Venture Communications Cooperative - Western

SAC 391688

Year 2014 Federal Universal Service Receipts:

Interstate Access Support	\$	
Interstate Common Line Support	\$	
Connect America Fund Support	\$	
High Cost Loop Support	\$	
Safety Net Additive Support	\$	
Safety Valve Loop Cost Adjustment	\$	
TOTAL	\$	

Expenditures For Provision, Maintenance, and Upgrading Of Facilities and Services Supported By Federal Universal Service Funding:

	Actual 2014
Plant Specific Operations Expenses	
Network support (Accts 6110-16)	\$
General support (Accts 6120-24)	\$
Central office (Accts 6210-6232)	\$
Cable and wire facilities (Accts 6410-41)	\$
Network operations (Accts 6530-35)	\$
Depreciation and amortization (Accts 6560-65)	\$
Customer Operations Expenses	
Customer services (Accts 6611-23)	\$
Corporate Operations Expenses	
Executive and planning (Accts 6710-12)	\$
General and administrative (Accts 6720-28)	\$
Total Years Supported Expenses, Before Return on Investment	\$
Additions/Capx	
Switching (Acct 2210)	\$
Transmission Equipment (Acct 2230)	\$
Cable and wire (Acct 2410)	\$
Total	\$
Total Supported Expenditures, Before Return on Investment	\$

It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used to ensure and improve *service quality*. This ensures that the network is maintained and operated to provide telecommunications and information services as well as interexchange services and advanced telecommunications that are reasonably comparable to those services offered in urban areas and are available at rates that are reasonably comparable to rates charged for similar services in urban areas. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to ensure and improve service quality in 2015.

It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used improve *service coverage* at wire centers served by our company for telecommunications and information services as well as interexchange services and advanced telecommunications (broadband). Due to these expenditures, [REDACTED] of households in our service area will have access to our broadband capable network as of July 1, 2015. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to improve service coverage in 2015.

It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used improve *service capacity* at wire centers served by our company for telecommunications and information services as well as interexchange services and advanced telecommunications (broadband). Due to these expenditures, [REDACTED] of households in our service area will have access to our broadband capable network at speeds that meet or exceed 10Mbps/1Mbps as of July 1, 2015. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to improve service capacity in 2015.

REDACTED - FOR PUBLIC INSPECTION

Venture Communications Cooperative - Western

SAC: 391688

100% of Service Area Meets or Exceeds 10 Mbps/ 1 Mbps

REDACTED – FOR PUBLIC INSPECTION

REDACTED - FOR PUBLIC INSPECTION

Five – Year Plan Progress Report **Venture Communications Cooperative - Western**
SAC 391688

Year 2014 Federal Universal Service Receipts:

Interstate Access Support	\$	
Interstate Common Line Support	\$	
Connect America Fund Support	\$	
High Cost Loop Support	\$	
Safety Net Additive Support	\$	
Safety Valve Loop Cost Adjustment	\$	
TOTAL	\$	

Expenditures For Provision, Maintenance, and Upgrading Of Facilities and Services Supported By Federal Universal Service Funding:

	Actual 2014
Plant Specific Operations Expenses	
Network support (Accts 6110-16)	\$
General support (Accts 6120-24)	\$
Central office (Accts 6210-6232)	\$
Cable and wire facilities (Accts 6410-41)	\$
Network operations (Accts 6530-35)	\$
Depreciation and amortization (Accts 6560-65)	\$
Customer Operations Expenses	
Customer services (Accts 6611-23)	\$
Corporate Operations Expenses	
Executive and planning (Accts 6710-12)	\$
General and administrative (Accts 6720-28)	\$
Total Years Supported Expenses, Before Return on Investment	\$
Additions/Capx	
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Transmission Equipment (Acct 2230)	\$
Cable and wire (Acct 2410)	\$
Total	\$
Total Supported Expenditures, Before Return on Investment	\$

It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used to ensure and improve *service quality*. This ensures that the network is maintained and operated to provide telecommunications and information services as well as interexchange services and advanced telecommunications that are reasonably comparable to those services offered in urban areas and are available at rates that are reasonably comparable to rates charged for similar services in urban areas. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to ensure and improve service quality in 2015.

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It is estimated that [REDACTED] of the [REDACTED] of universal service funding received in 2014 was used improve *service capacity* at wire centers served by our company for telecommunications and information services as well as interexchange services and advanced telecommunications (broadband). Due to these expenditures, [REDACTED] of households in our service area will have access to our broadband capable network at speeds that meet or exceed 10Mbps/1Mbps as of July 1, 2015. Expenditures are not tracked at the wire center or census block level and are reported here on a total service area basis. We believe it is reasonable to conclude the same [REDACTED] of universal service funding received in 2014 will be used to improve service capacity in 2015.

REDACTED - FOR PUBLIC INSPECTION

Venture Communications Cooperative - Western

SAC: 391688

100% of Service Area Meets or Exceeds 10 Mbps/ 1 Mbps

